

Hill Thomas W.
Form 4
August 08, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hill Thomas W.

2. Issuer Name and Ticker or Trading Symbol
Summit Materials, Inc. [SUM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)

C/O SUMMIT MATERIALS, INC., 1550 WYNKOOP STREET, 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)
DENVER, CO 80202

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Class A Common Stock	08/04/2017		C		50,000	A	(\$ 70,610)	D
Class A Common Stock	08/04/2017		C		25,000	A	(\$ 37,860)	I
Class A Common Stock	08/04/2017		M		209,319	A	\$ 18 279,929	D
Class A Common Stock	08/04/2017		S		209,319	D	\$ 70,610	D

See Footnote (2)

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Common Stock						29,28		
						<u>(3)</u>		
Class A Common Stock	08/07/2017		M	70,271	A	\$ 18	140,881	D
Class A Common Stock	08/07/2017		M	70,410	A	\$ 18	211,291	D
Class A Common Stock	08/07/2017		S	40,681	D	\$ 29.42	170,610	D
						<u>(4)</u>		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	08/04/2017		C	50,000	<u>(1)</u> <u>(1)</u>	Class A Common Stock 50,000
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	08/04/2017		C	25,000	<u>(1)</u> <u>(1)</u>	Class A Common Stock 25,000
Options (right to buy)	\$ 18	08/04/2017		M	209,319	<u>(5)</u> 03/11/2025	Class A Common Stock 209,319
Options (right to buy)	\$ 18	08/07/2017		M	70,271	<u>(5)</u> 03/11/2025	Class A Common Stock 70,271

buy)								Stock	
Options								Class A	
(right to	\$ 18	08/07/2017		M	70,410	(6)	03/11/2025	Common	70,410
buy)								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Thomas W. C/O SUMMIT MATERIALS, INC. 1550 WYNKOOP STREET, 3RD FLOOR DENVER, CO 80202	X		President and CEO	

Signatures

/s/ Anne Lee Benedict, as
Attorney-in-Fact

08/08/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Pursuant to the terms of an exchange agreement, dated as of March 11, 2015, the limited partnership units of Summit Materials Holdings L.P. ("LP Units") reported herein are exchangeable from and after the first anniversary of the closing of the Issuer's initial public offering (subject to the terms of the exchange agreement and vesting requirements, including certain vesting events more fully described in the Issuer's Registration Statement on Form S-1 (File No. 333-201058)) for shares of the Issuer's Class A common stock on a one-for-one basis.
- (2) Reflects securities held by a trust for the benefit of Mr. Hill's family, for which Mr. Hill's spouse serves as trustee.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$29.04 to \$29.52, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$29.22 to \$29.64, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (5) Reflects the grant of 559,181 options that vest in four equal annual installments beginning on March 11, 2016.
 - (6) Reflects the grant of 726,933 options that vest in four equal annual installments beginning on March 11, 2016.

Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly beneficially owned, except

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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